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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 26090-A FILED
JAN 03 '06 1-30 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 3, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment previously filed with the Board under Recordation Number 26090.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Wellman, Inc. 1041 521 Corporate Center Drive Fort Mill, North Carolina 29715

Mr. Vernon A. Williams
January 3, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

32 covered hopper cars within the series AEX 5641 - AEX 6304 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 14 day of December, 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 1041 521 Corporate Center Drive, Fort Mill, North Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00757 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee thirty-two (32) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed
Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 11-23-05

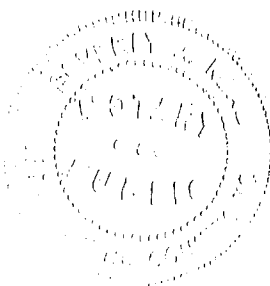
STATE OF North Carolina
COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 23 day of November, 2005, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]
Notary Public

My Commission Expires February 28, 2009

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LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

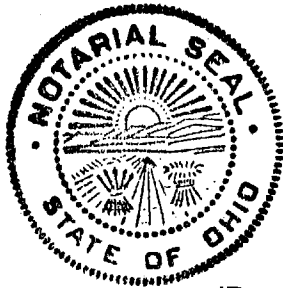
Title: President, Rail Group

Date: 12/7/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

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EXHIBIT "A"					
Thirty-Two (32) Covered Hoppers					
Deal #R00757					
1	AEX	5641	17	AEX	5680
2	AEX	5644	18	AEX	5723
3	AEX	5646	19	AEX	5727
4	AEX	5651	20	AEX	5754
5	AEX	5652	21	AEX	5758
6	AEX	5659	22	AEX	5759
7	AEX	5660	23	AEX	5787
8	AEX	5662	24	AEX	5795
9	AEX	5663	25	AEX	5822
10	AEX	5664	26	AEX	5895
11	AEX	5666	27	AEX	5904
12	AEX	5667	28	AEX	5911
13	AEX	5669	29	AEX	5912
14	AEX	5671	30	AEX	6302
15	AEX	5676	31	AEX	6303
16	AEX	5678	32	AEX	6304

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/3/04



Robert W. Alvord